NOTICE

RIGA SUGAR CO. LIMITED

CIN: L15421WB1980PLC032970
Registered Office: 14 Netaji Subhas Road, 2nd Floor, P S Hare Street, Kolkata – 700001
Tel.: +91 9071744821 · Email: cs.rigasugars@gmail.com · Website: www.rigasugars.com

NOTICE OF THE 42ND ANNUAL GENERAL MEETING

OTICE is hereby given that the 42nd Annual General Meeting ("AGM") of the Members of Riga Sugar Co. Limited (the "Company") will be held on Tuesday, September 15, 2026 at 12:00 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, to transact the following business. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Kolkata, which shall be the deemed venue of the Meeting.

ORDINARY BUSINESS

1. Adoption of Financial Statements:

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2026, comprising the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, together with the Notes thereto, and the Reports of the Board of Directors and the Auditors thereon, as circulated to the Members and placed before this Annual General Meeting, be and are hereby received, considered and adopted.

2. Re-appointment of Mr. Vishal Nirani, who retires by rotation

To appoint a director in place of Mr. Vishal Nirani (DIN: 08434032), who retires by rotation and, being eligible, offers himself for re-appointment.

RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Vishal Nirani (DIN: 08434032), who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment, as a Director of the Company liable to retire by rotation.

3. Re-appointment of Mr. Sangamesh Nirani, who retires by rotation

To appoint a director in place of Mr. Sangamesh Nirani (DIN: 02290469), who retires by rotation and, being eligible, offers himself for re-appointment.

RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sangamesh Nirani (DIN: 02290469), who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment, as a Director of the Company liable to retire by rotation.

SPECIAL BUSINESS:

4. Appointment of Arora Shekhar and Company, Practicing Company Secretaries as Secretarial Auditor To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with circulars issued thereunder from time to time and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and based on the recommendation of audit committee and board of directors ("Board") of the Company, Arora Shekhar and Company, Practicing Company Secretaries having Firm Registration No.: S2015DE540700 and holding a valid Peer Review Certificate No. 3159/2023, be and is hereby appointed as Secretarial Auditor of the Company for a period of 5 (five) consecutive financial years viz. from financial year 2026-27 till 2030-31 on such terms & conditions including remuneration as may be determined by the Board of the Company".

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, desirable or expedient, including but not limited to filing forms, applications and making representations, seeking all necessary approvals from relevant authorities, including governmental authorities, if any, to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers conferred herein to director(s), committee(s), executive(s), officer(s) or representative(s) of the Company or to any other person, to do all such acts, deeds, matters and things as may be considered necessary and/or expedient and to execute such documents, writings etc. as may be necessary to give effect to forgoing resolution.

By Order of the Board
For Riga Sugar Co. Limited

Saurav Singh
Company Secretary & Compliance Officer
ACS No. A63910

Place: Bangalore
Date: August 13, 2026
Registered Office: 14 Netaji Subhas Road, 2nd Floor,
P S Hare Street, Kolkata - 700001

NOTES

1. In view of the general circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India permitting the holding of the AGM through VC / OAVM, the AGM of the Company is being convened through VC / OAVM without the physical presence of the Members at a common venue. The deemed venue of the AGM shall be the Registered Office of the Company.

2. Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with, and accordingly, the facility for appointment of proxies by Members under Section 105 of the Act will not be available for this AGM, and the Proxy Form and Attendance Slip are not annexed to this Notice. However, Members are entitled to attend and participate in the AGM through VC / OAVM and to cast their vote by remote e-voting or e-voting during the AGM.

3. Corporate Members intending to authorise their representatives to attend and vote at the AGM pursuant to Section 113 of the Act are requested to send a certified copy of the relevant Board resolution / authorisation to the Company / Scrutiniser, together with the specimen signatures of the authorised representatives.

4. The Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts in respect of the Special Business at Item No. 4, is annexed hereto and forms part of this Notice. The relevant details of the Directors seeking re-appointment at Item Nos. 2 and 3, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and the Secretarial Standard on General Meetings (SS-2), are annexed to this Notice.

5. The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which Directors are interested maintained under Sections 170 and 189 of the Act respectively, and the relevant documents referred to in this Notice and the Explanatory Statement, will be available for inspection by the Members electronically during the AGM upon request sent to the Company at cs.rigasugars@gmail.com.

7. The Members who have not registered / updated their email addresses are requested to register / update the same with their Depository Participant (for shares held in electronic form) or with the Company / Registrar and Share Transfer Agent (for shares held in physical form), to enable receipt of this Notice and the login credentials for remote e-voting.

8. The Board has appointed Mr. Sandeep Singh, Practising Company Secretary, as the Scrutiniser to scrutinise the remote e-voting and the e-voting at the AGM in a fair and transparent manner. The results of the voting shall be declared within the time prescribed under the Act, and shall be placed on the Company's website and communicated to BSE Limited, where the securities of the Company are listed.

9. Members desiring any information on the financial statements or any matter to be placed at the AGM are requested to write to the Company at cs.rigasugars@gmail.com at least seven days before the date of the AGM, so as to enable the management to keep the information ready.

10. As per the applicable provisions of LODR and the circulars issued by SEBI, Members holding shares in physical form are requested to furnish / update their PAN, KYC details and nomination, and are encouraged to dematerialise their shareholding, requests for transfer / transmission of securities being permitted only in dematerialised form.

REMOTE E-VOTING AND E-VOTING AT THE AGM

11. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of LODR and the Secretarial Standard on General Meetings (SS-2), the Company is pleased to provide to its Members the facility to exercise their right to vote on all the resolutions set out in this Notice by electronic means. The Company has engaged MUFG Intime India Private Limited (formerly Link Intime India Private Limited) ("MUFG Intime"), the Registrar and Share Transfer Agent of the Company, as the agency for providing the remote e-voting facility through its InstaVote platform and the facility for e-voting during the AGM through InstaMeet.

12. The remote e-voting facility shall be available to the Members during the following period, and the details of the cut-off date are as under:

Cut-off date for determining eligibility to vote	Friday, September 11, 2026
Commencement of remote e-voting	Saturday, September 12, 2026 at 09:00 A.M. (IST)
End of remote e-voting	Monday, September 14, 2026 at 05:00 P.M. (IST)

The remote e-voting module shall be disabled by MUFG Intime for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e., Friday, September 11, 2026, shall only be entitled to avail the facility of remote e-voting as well as e-voting during the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

13. In terms of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depositories and the Depository Participants. Shareholders are advised to update their mobile number and e-mail ID correctly in their demat accounts in order to access the remote e-voting facility. The login method for the various categories of shareholders is set out below:

Type of shareholder	Login / e-voting link
Individual Shareholders holding securities in demat mode with National Securities Depository Limited (NSDL)	https://eservices.nsdl.com or https://www.evoting.nsdl.com or directly through your depository participant
Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited (CDSL)	https://www.cdslindia.com or https://web.cdslindia.com/myeasitoken/Home/Login or directly through your depository participant
Shareholders holding securities in physical form / Non-Individual Shareholders holding securities in demat mode	https://instavote.linkintime.co.in

A. Login method for Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 – NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8-character DP ID, 8-digit Client ID, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered e-mail ID / mobile number and click on login.

d) Post successful authentication, you will be re-directed to the NSDL depository website wherein you will be able to see e-Voting services under Value Added Services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or the e-voting link displayed alongside the Company's name and you will be redirected to the InstaVote website for casting your vote during the remote e-voting period.

METHOD 2 – NSDL IDeAS facility

Shareholders registered for the IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on the "Beneficial Owner" icon under the "IDeAS Login" section.

b) Enter IDeAS User ID, Password, Verification code and click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under the Value Added Services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or the e-voting link displayed alongside the Company's name and you will be redirected to the InstaVote website for casting your vote.

Shareholders not registered for the IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile number, Verification code and click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'.

d) Post successful registration, the user will be provided with a Login ID and password.

e) Thereafter follow the steps given above in points (a) to (d).

METHOD 3 – NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under the 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account number held with NSDL), Password / OTP and the Verification Code as shown on the screen and click on "Login".

d) Post successful authentication, you will be re-directed to the NSDL depository website wherein you will be able to see e-Voting services under Value Added Services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or the e-voting link displayed alongside the Company's name and you will be redirected to the InstaVote website for casting your vote.

B. Login method for Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – CDSL e-voting page

a) Visit URL: https://www.cdslindia.com

b) Go to the e-voting tab.

c) Enter your 16-digit Demat Account Number (BO ID) and PAN and click on "Submit".

d) The system will authenticate the user by sending an OTP on the registered mobile number and e-mail ID as recorded in the demat account.

e) Post successful authentication, the user will be able to see the e-voting option, which will display the links of the e-voting service providers, i.e., MUFG InTime. Click on "MUFG InTime" or the e-voting link displayed alongside the Company's name and you will be redirected to the InstaVote website for casting your vote.

METHOD 2 – CDSL Easi / Easiest facility

Shareholders registered for the Easi / Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login, or visit www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter your existing username and password and click on "Login".

c) Post successful authentication, the user will be able to see the e-voting option. Click on "MUFG InTime" or the e-voting link displayed alongside the Company's name and you will be redirected to the InstaVote website for casting your vote.

Shareholders not registered for the Easi / Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration

b) Proceed with updating the required fields for registration.

c) Post successful registration, the user will be provided a username and password on the registered e-mail ID. Thereafter follow the steps given above in points (a) to (c).

C. Login through the Depository Participant

Individual shareholders holding securities in demat mode may also login using the login credentials of their demat account through their depository participant registered with NSDL / CDSL for the e-voting facility:

a) Login to the DP website.

b) After successful login, navigate to the "e-voting" option.

c) On clicking the e-voting option, the user will be redirected to the NSDL / CDSL depository website after successful authentication, wherein the user can see the e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or the e-voting link displayed alongside the Company's name and you will be redirected to the InstaVote website for casting your vote.

D. Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

STEP 1: LOGIN / SIGN UP on InstaVote

Shareholders registered for the INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in and click on "Login" under the 'SHARE HOLDER' tab.

b) Enter User ID, existing Password and the Image Verification (CAPTCHA) Code, and click "Submit". The home page of e-voting will open; thereafter follow the process given under 'Steps to cast vote for Resolutions'.

Shareholders not registered for the INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in and click on "Sign Up" under the 'SHARE HOLDER' tab and register with the details as under:

1. User ID: Enter your User ID.
2. PAN: Enter your 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to them, if applicable.
3. DOB / DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) as recorded with your DP / Company, in DD/MM/YYYY format.
4. Bank Account Number: Enter the last four digits of your Bank Account Number as recorded with your DP / Company.
   - Shareholders holding shares in NSDL form shall provide 'point 4' above.
   - Shareholders holding shares in CDSL form shall provide 'point 3' or 'point 4' above.
   - Shareholders holding shares in physical form who have not recorded 'point 3' and 'point 4' shall provide their Folio number in 'point 4' above.
5. Set a password of your choice. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.
6. Enter the Image Verification (CAPTCHA) Code.
7. Click "Submit". You have now registered on InstaVote. Post successful registration, click on "Login" under the 'SHARE HOLDER' tab and follow the steps given above.

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to the InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select the 'View' icon. The e-voting page will appear.

C. Refer to the Resolution description and cast your vote by selecting your desired option 'Favour / Against'. If you wish to view the entire Resolution details, click on the 'View Resolution' file link.

D. After selecting the desired option, i.e., Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes'; else, to change your vote, click on 'No' and accordingly modify your vote.

Note: Shareholders may click on the "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting their vote. Shareholders may modify their vote before final submission. Once a vote is cast on a resolution, the shareholder will not be allowed to modify or change it subsequently.

E. Guidelines for Institutional Shareholders (Custodian / Corporate Body / Mutual Fund)

STEP 1 – Custodian / Corporate Body / Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body / Mutual Fund".

C. Fill up your entity details and submit the form.

D. A declaration form and organisation ID is generated and sent to the primary contact person's e-mail ID filled at the time of sign up. The said form is to be signed by the Authorised Signatory, Director or Company Secretary of the entity, stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, login credentials (User ID, Organisation ID and Password) are sent to the primary contact person's e-mail ID.

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with your InstaVote login credentials.

B. Click on the "Investor Mapping" tab under the Menu section.

C. Map the investor with the following details: 'Investor ID' (for an NSDL demat account, the 8-character DP ID followed by the 8-digit Client ID, e.g., IN00000012345678; for a CDSL demat account, the 16-digit Beneficiary ID); 'Investor's Name' as updated with the DP; 'Investor PAN'; and 'Power of Attorney' (attach the Board resolution or Power of Attorney). The file name for the Board resolution / Power of Attorney shall be the DP ID and Client ID or the 16-digit Beneficiary ID. Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on the Submit button. The investor is now mapped with the Custodian / Corporate Body / Mutual Fund entity, and the same can be viewed under the "Report" section.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

METHOD 1 – VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with your InstaVote login credentials.

b) Click on the "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you wish to cast your vote. The Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter the 16-digit Demat Account No.

e) Refer to the Resolution description and cast your vote by selecting your desired option 'Favour / Against' and click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes'; else, to change your vote, click on 'No' and accordingly modify your vote.

METHOD 2 – VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with your InstaVote login credentials.

b) After successful login, you will see the "Notification for e-voting".

c) Select the "View" icon for the Company's name / Event number. The e-voting page will appear.

d) Download the sample vote file from the "Download Sample Vote File" tab.

e) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under the "Upload Vote File" option.

f) Click on 'Submit'. The message 'Data uploaded successfully' will be displayed.

Note: Non-Individual body corporate shareholders shall send a scanned copy of the Board resolution authorising their representative to vote, to the Scrutiniser at his registered e-mail address, with a copy marked to the RTA at enotices@in.mpms.mufg.com and to the Company at cs.rigasugars@gmail.com. Once a vote is cast on a resolution, the shareholder will not be allowed to modify or change it subsequently.

F. Forgot Password

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode who have forgotten their User ID (Login ID) or Password or both may use the "Forgot Password" option available at https://instavote.linkintime.co.in – click on "Login" under the 'SHARE HOLDER' tab, then click on "forgot password?", enter User ID, select Mode, enter the Image Verification Code (CAPTCHA) and click on "SUBMIT".

In case a Custodian / Corporate Body / Mutual Fund has forgotten the User ID (Login ID) or Password or both, the "Forgot Password" option available at https://instavote.linkintime.co.in may be used – click on 'Login' under the "Custodian / Corporate Body / Mutual Fund" tab, then click on "forgot password?", enter

User ID, Organisation ID and the Image Verification Code (CAPTCHA) and click on "SUBMIT".

In case shareholders have a valid e-mail address, the password will be sent to their registered e-mail address. Shareholders can set a password of their choice by providing information about the particulars of the Security Question and Answer, PAN, DOB / DOI, etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL / CDSL who have forgotten their User ID (Login ID) or Password or both are advised to use the 'Forgot User ID' and 'Forgot Password' options available on the website of the respective depository / depository participant.

G. Helpdesk

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode	Members facing any technical issue in login may contact the INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or call at 022 - 4918 6000

H. General instructions for shareholders

- It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
- For shareholders / members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders / members may login any number of times till they have voted on the resolution(s) for a particular "Event".

14. The facility for e-voting shall also be made available at the AGM through InstaMeet, and the Members attending the AGM who have not already cast their vote by remote e-voting and are otherwise not barred from doing so shall be eligible to vote during the AGM. Members who have cast their vote by remote e-voting prior to the AGM may attend and participate in the AGM but shall not be entitled to cast their vote again.

15. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Friday, September 11, 2026.

16. Any person who acquires shares of the Company and becomes a Member after the despatch of this Notice and holds shares as on the cut-off date may obtain the User ID and password by sending a request to enotices@in.mpms.mufg.com. However, if a Member is already registered with MUFG Intime for remote e-voting, the existing User ID and password may be used for casting the vote.

17. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting at the AGM, and shall submit a consolidated Scrutiniser's Report of the total votes cast in favour of and against the resolutions to the Chairman or a person authorised by him in writing, who shall countersign the same. The results shall be declared within the time prescribed under the Act, and the results, along with the Scrutiniser's Report, shall be placed on the Company's website at www.rigasugar.com and on the website of MUFG Intime at https://instavote.linkintime.co.in, and shall simultaneously be communicated to BSE Limited.

EXPLANATORY STATEMENT

The following statement in terms of section 102 of the Companies Act, 2013 sets out all material facts relating to the special businesses proposed in the Notice convening 42nd Annual General Meeting of the Company

Item No. 4

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") requires every listed entity to appoint at the Annual General Meeting, a peer reviewed Company Secretary in Practice or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the board of directors ("Board").

The Board, at its meeting held on August 13, 2026 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the members, appointment of Arora Shekhar and Company, Practicing Company Secretary (Firm Registration Number: S2015DE540700 & Peer Review No. 3159/2023) as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2026-27 to the financial year 2030-31, on such remuneration as may be determined by the Board of the Company, from time to time.

Arora Shekhar and Company, is a practicing company secretary firm based in Delhi since 2013. Specialisation of the practice includes, but is not limited to, Secretarial Audit, Corporate Law and Taxation, Securities Law, including Corporate Governance & CSR, Capital Markets, RBI, etc. Over the years, Arora Shekhar and Company has built a diverse client base and has served various corporate clients. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms. Arora Shekhar and Company is peer-reviewed and quality reviewed in terms of the guidelines issued by the ICSI.

Arora Shekhar and Company has consented to the said appointment and confirmed that the appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. Arora Shekhar and Company has further confirmed that it is not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 read with rules and regulations made thereunder and SEBI Listing Regulations.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is ₹1,50,000/- The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of his term shall be fixed by the Board based on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company.

The Board recommends the resolution as set out in item no. 4 for approval of the members as ordinary resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ANNEXURE TO THE NOTICE

Details of the Directors seeking re-appointment at Item Nos. 2 and 3, pursuant to Regulation 36(3) of LODR and the Secretarial Standard on General Meetings (SS-2):

Particulars	Mr. Vishal Nirani
DIN	08434032
Date of Birth / Age	October 07, 1997, 28 Years
Date of first appointment on the Board	December 18, 2024
Qualifications	Graduate
Experience & expertise in specific functional areas	Mr. Vishal Nirani, a Mechanical Engineering graduate from Brunel University in London, is an important leader at TruAlt production and commercial aspects. His deep technical knowledge, strategic trading skills and commitment to sustainability are evident in his efforts to optimize manufacturing processes and promote eco-friendly practices. Vishal also serves as Managing Director at Nirani Sugars, Director of Trualt Bioenergy Limited and Managing Partner at Accutrade Global LLP, showcasing his versatility and expertise across multiple sectors. He has overall experience of 7 years
Designation	Managing Director
Terms and conditions of re-appointment	Re-appointment as a Director liable to retire by rotation; continues as Managing Director on existing terms
Remuneration last drawn / proposed	-
Number of Board Meetings attended during FY 2025-26	7 of 7
Relationship with other Directors / KMP	Related to Ms. Kamala Murigeppa Nirani, Mr. Sangamesh R Nirani, Mr. Vijaykumar M Nirani and Ms. Shreya Vishal Nirani
Other Directorships held	Nirani Holdings Private Limited (Director) Nirani Bioplastic Private Limited (Director) Nirani Sugars Limited (Managing Director) Trualt Bioenergy Limited (Executive Director) Riga Sugar Co Ltd (Managing Director) Accutrade Global LLP (Designated Partner) Flavourite Delicacies LLP (Designated Partner)
Membership / Chairmanship of Committees of other Boards	Nirani Sugars Limited Audit Committee- Member CSR Committee- Member Trualt Bioenergy Limited Risk Management Committee- Member IPO Committee- Member
Shareholding in the Company (No. of equity shares)	Nil

Particular	Mr. Sangamesh Nirani
DIN	02290469
Date of Birth / Age	July 15, 1978 / 48 Years
Date of first appointment on the Board	December 18, 2024
Qualification	Diploma in Mechanical Engineering from KLE Polytechnic in Hubli
Brief profile / expertise in specific functional area	Mr. Sangamesh R. Nirani holds a Diploma in Mechanical Engineering from KLE Polytechnic in Hubli. He brings a technical and hands-on approach to his leadership roles in various industries. He serves as the Executive Director of Nirani Sugars Ltd., Shri Saipriya Sugars Ltd., and Ratna Cements (Y) Ltd. Additionally, he is a Director at MRN Cane Power Ltd. His professional focus is on efficient operations and strategic growth. He is known for his self-motivation and dedication and is committed to achieving excellence as an individual and a team leader. His leadership has been recognized with awards such as the "Industry Excellence Award" from the Sugar Technology Association of India, the "Best Executive Director" award from Bharatiya Sugars Ltd., and the "Golden Award" for Best Cogeneration Plant from SISTA. He also set record-breaking achievements for South Asia's highest daily sugar crushing and bagging. Through the MRN (Nirani) Foundation, Mr. Sangamesh is actively involved in social initiatives such as self-employment training for youth, health check-ups for the underprivileged, purified drinking water units, and cultural and sports programs, demonstrating his dedication to community well-being. His career and community contributions reflect a commitment to driving positive change and achieving impactful results.
Terms and conditions of re-appointment	Liable to retire by rotation, in accordance with the Articles of Association of the Company
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration sought to be paid	-
Number of Board Meetings attended during the financial year 2025-26	5 of 5
Directorships held in other companies (excluding foreign and Section 8 companies)	Mahaveer Silicons Private Limited Ratna Cements (Yadwad) Limited Nirani Energy Private Limited Swarnim Merchants Pvt Ltd MRN Finance (India) Private Limited Nirani Hospitality Private Limited Nirani Bioplastic Private Limited Riga Sugar Co Ltd Nirani Holdings Private Limited Trualt Carbonics Private Limited
Membership / Chairmanship of Committees of other public companies (only Audit and Stakeholders' Relationship Committees)	Nil
Shareholding in the Company	Nil
Relationship with other Directors / Manager / KMP of the Company	Related to Mr. Vishal Nirani, Ms. Kamala Murugesh Nirani and Ms. Shreya Vishal Nirani